



HORNBECK OFFSHORE SERVICES, LLC
Service with Energy

ATP Oil & Gas Corporation
 Attention: Accounts Payable
 4600 Post Oak Place
 Suite 200
 Houston Texas 77027

Invoice Number: 006283-M
 Purchase Order:
 AFE Number:
 Invoice Date: 01/13/2012
 Job Number: TC0723-01
 Payment Terms: NET 60
 Vendor/Contract Number:

Miscellaneous Items:

Item Description	Vessel	Quantity	Rate	Markup	Total
MAKO TECHNOLOGIES INVOICE# 11648, DATED 07/18/11 10.31 DAYS @ \$1685.00 TRUCKING \$1823.70	HOS IRON HORSE	1.000	19,196.05 Flat Fee		19,196.05
DTS INVOICE# 42792, DATED 07/13/11	HOS IRON HORSE	1.000	1,302.50 Flat Fee		1,302.50
MID-GULF SHIPPING INVOICE# HIH0729111NO, DATED 07/29/11	HOS IRON HORSE	1.000	2,185.63 Flat Fee		2,185.63
Miscellaneous Total:					22,684.18 USD

TO INVOICE YOUR ACCOUNT FOR ROV TOOLING RENTAL, AGENCY FEES AND REMOVAL OF COMMUNICATIONS EQUIPMENT.

MC-941 #4 BP-2

PLEASE SEE THE ATTACHED FOR DETAILS.



Payment by Wire transfer to: CAPITAL ONE, N.A. - ABA No. 065-000-090
 For the Account of HORNBECK OFFSHORE SERVICES, LLC - Acct 812519034-SWIFT HIBKUS44
 REMITTANCE ADDRESS: P.O. Box 54863 - New Orleans, LA 70154-4863
 E-mail remittance to: ar@hornbeckoffshore.com

**HORNBECK OFFSHORE SERVICES, LLC***Service with Energy*

ATP Oil & Gas Corporation
 Attention: Accounts Payable
 4600 Post Oak Place
 Suite 200
 Houston Texas 77027

Invoice Number: 006283-M
 Purchase Order:
 AFE Number:
 Invoice Date:
 Job Number: TC0723-01
 Payment Terms: NET 60
 Vendor/Contract Number:

Miscellaneous Items:

Item Description	Vessel	Quantity	Rate	Markup	Total
MAKO TECHNOLOGIES INVOICE# 11648, DATED 07/18/11 10 31 DAYS @ \$1625.00 TRUCKING \$1823.70	HOS IRON HORSE	1.000	19,196.05 Flat Fee		19,196.05
OTS INVOICE# 42792, DATED 07/13/11	HOS IRON HORSE	1.000	1,302.50 Flat Fee		1,302.50
MID-GULF SHIPPING INVOICE# HHH0729111NO, DATED 07/29/11	HOS IRON HORSE	1.000	2,155.83 Flat Fee		2,155.83

Miscellaneous Total: 22,654.38 USD

TO INVOICE YOUR ACCOUNT FOR ROV TOOLING RENTAL, AGENCY FEES AND REMOVAL OF COMMUNICATIONS EQUIPMENT

MC-341 #4 BP-2

PLEASE SEE THE ATTACHED FOR DETAILS.

ATP OIL & GAS CORP. - FIELD TICKET CODING

RIG/PROJECT: LABORS 202

WELL: M/C 941 #4 BP #2

LEASE: OCSG - 16661 AFE: 10584

ACCT CODE: 10 • 840 • 3110

AMOUNT: \$ 22,654.¹⁸ DATE 11/13/12

SIGNATURE: David Daigle

PRINTED NAME: DAVID DAIGLE

Payment by Wire transfer to: CAPITAL ONE, N.A. - ABA No. 065-000-090
 For the Account of HORNBECK OFFSHORE SERVICES, LLC - Acct 812519034-SWIFT HIBKUS44
 REMITTANCE ADDRESS: P.O. Box 54863 - New Orleans, LA 70154-4863
 E-mail remittance to: ar@hornbeckoffshore.com

103 Northpark Blvd., Suite 300
 Covington, Louisiana 70433

Phone: (504) 837-2000
 Fax: (504) 837-3500

Mako Technologies, Inc.

Invoice



REMIT PAYMENTS TO:

Mailing Address

Physical Address

Mako Technologies, Inc.
P.O. Box 3186
Morgan City, LA 70381

P.O. Box 3186
Morgan City, LA 70381

125 Mako Lane
Morgan City,
LA 70380

Invoice No 11648
Invoice Date 07/18/11

Phone: (985) 385-7817

Fax: (985) 385-0056

Email: sales@makotechnologies.com

Website: www.makotechnologies.com

<u>TO:</u> Hornbeck Offshore 103 Northpark Blvd. Suite 300 Covington, LA 70433 Job No: 1107-5007		Misc 1:		Misc 5: HOS Iron Horse					
		Misc 2:		Misc 6:					
		Misc 3:		Misc 7: Customer: ATP					
		Misc 4:		Misc 8:					
ORDERED BY Jjm by Ben Todd		ORDERED BY PHONE (985) 727-2000		TERMS Net 30		PURCHASE ORDER NUMBER 2081612		BILLING PERIOD July	
ITEM NO.	ITEM DESCRIPTION			START CHARGE DELIVERY DATE	END CHARGE: RETURN DATE	Rent Days	QTY STAT	RATE	TOTAL

IHPU10	ISOLDATED HYD SUPPLY UNIT w/ 10 GAL FIRESTONE BLADDER AND HOSES. MDW	07/03/11 0:01	07/15/11 23:59	13	1.00	\$400.00	\$5,200.00
RC: 5115		<u>Returned</u>	07/03/11 0:01 07/15/11 23:59			Day Rate	
WHC01	WELLHEAD CLEANING TOOL	07/03/11 0:01	07/15/11 23:59	13	1.00	\$75.00	\$975.00
RC: 5115		<u>Returned</u>	07/03/11 0:01 07/15/11 23:59			Day Rate	
AXVX02	AXVX GASKET REMOVAL TOOL	07/03/11 0:01	07/15/11 23:59	13	1.00	\$75.00	\$975.00
RC: 5115		<u>Returned</u>	07/03/11 0:01 07/15/11 23:59			Day Rate	
HS 17H01	HOT STAB, 17 H 10k psi (set)	07/03/11 0:01	07/15/11 23:59	13	1.00	\$50.00	\$650.00
RC: 5115		<u>Returned</u>	07/03/11 0:01 07/15/11 23:59			Day Rate	
gyrocompass	GyroCompass (MP2-039)	07/03/11 0:01	07/15/11 23:59	13	1.00	\$350.00	\$4,550.00
RC: 5115		<u>Returned</u>	07/03/11 0:01 07/15/11 23:59			Day Rate	
BL8	BLADDER Ten (10) GALLON	07/03/11 0:01	07/15/11 23:59	13	2.00	\$67.50	\$1,755.00
RC: 5115		<u>Returned</u>	07/03/11 0:01 07/15/11 23:59			Day Rate	
TT7	PERRY HYD CLASS 1-4 TORQUE TOOL. COMPLETE WITH CALIBRATION STAND.	07/03/11 0:01	07/15/11 23:59	13	1.00	\$600.00	\$7,800.00
RC: 5115		<u>Returned</u>	07/03/11 0:01 07/15/11 23:59			Day Rate	
MISC	Trucking			0	1.00	\$261.85	\$261.85
RC: 5115	3975 BL 367371	<u>Sale Item</u>	07/03/11 0:00			Each	
MISC	Mob/Demob (IHPU)			0	1.00	\$800.00	\$800.00
RC: 5115		<u>Sale Item</u>	07/03/11 0:00			Each	

MC-941 #4 BP 2 = 241.5 hrs

Round to 10.31 days

Tooling day rate = \$1685

\$1685.00 x 10.31 = \$17,372.35

1 of 2

Trucking \$1823.70 'RC' = "Rental Contract"

GC-300 #2 ST-1 = 64.5 hrs
269 days

#1685.00 x 2.69 = \$4532.65

Mako Technologies, Inc.

Invoice


Mako Technologies
a Lenco Down Company
REMIT PAYMENTS TO:
Mako Technologies, Inc.
P.O. Box 3186
Morgan City, LA 70381
Mailing Address
P.O. Box 3186
Morgan City, LA 70381
Physical Address
125 Mako Lane
Morgan City,
LA 70380
Invoice No **11648** **Invoice Date** **07/18/11**

Phone: (985) 385-7817

Fax: (985) 385-0056

Email: sales@makotechnologies.com

Website: www.makotechnologies.com

TO:		Cust No: HORNBECK		Misc 1:		Misc 5:	
Hornbeck Offshore						HOS Iron Horse	
103 Northpark Blvd.				Misc 2:		Misc 6:	
Suite 300							
Covington, LA 70433				Misc 3:		Misc 7:	
						Customer: ATP	
Job No: 1107-5007				Misc 4:		Misc 8:	
ORDERED BY		ORDERED BY PHONE		TERMS		PURCHASE ORDER NUMBER	
JJm by Ben Todd		(985) 727-2000		Net 30		2081612	
						BILLING PERIOD	
						July	
ITEM NO.	ITEM DESCRIPTION	START CHARGE	END CHARGE	Rent	QTY	RATE	TOTAL
		DELIVERY DATE	RETURN DATE	Days	STAT		

MISC	Trucking			0	1.00	\$261.85	\$261.85
RC: 5115	3977 BL 367371	<u>Sale Item</u>	07/04/11 0:00			Each	
MISC	Trucking			0	1.00	\$500.00	\$500.00
RC: 5115	Trucking to pick up tooling in Fourchon.	<u>Sale Item</u>	07/15/11 0:00			Each	

TERMS AND CONDITIONS:

Rentor agrees to the 'Terms and Conditions' on the back of this invoice by accepting the rental and/or sales items listed above. Effective immediately:
 We are not liable for invoices that are short paid the wire fee. We will still show an outstanding balance on your account.

'RC' = "Rental Contract"

Thank You

2 of 2

Sub-Total: \$23,728.70

0.00% Parish Tax	None	\$0.00
0.00% State Tax	None	\$0.00

INVOICE TOTAL: \$23,728.70

A 1100 ATP

700723-01

MC-941#4 BP-2

**INVOICE #: HIH0729111NO**Project Name: HOS Ironhorse
Invoice Date: July 29, 2011

Description	Support Doc Ref	Authorized By	Received	Hours	Cost	Markup	Cost
Port Charges							
File # 7270 Client P.O. #: 1944854 P.O. Item #: HOS Iron Horse V.38.11 - 7/14/2011 @ 1800hrs (Arrival Only)							
1 CBP user fee HOS Iron Horse V.38.11A	78212		7/15/2011	1.00	986.94	98.69	1,085.63
							<u>1,085.63</u>
File # 7270 Client P.O. #: 1944854 P.O. Item #: HOS Iron Horse V.38.11 - 7/14/2011 @ 1800hrs (Arrival Only)							
2 Agency Fee.	78121		7/14/2011	1.00	1,100.00		1,100.00
							<u>1,100.00</u>
Invoice Total:							<u>\$2,185.63</u>

1. NAME OF PAYER/IMPORTER

MID-GULF SHIPPING CO., INC.

2. ADDRESS
1380 Brookgreen Drive
Siddell, Louisiana 70458
(504) 835-1212

3. TELEPHONE NO.

4. DATE

7-15-11

57008253

CK# 2249 I78212-7270-389
I# 389-7270-78212

CBP officer must record above serial number on all checks and money orders accepted in payment. (19 CFR 24.1 (b))

DEPARTMENT OF HOMELAND SECURITY
U.S. Customs and Border Protection

COLLECTION RECEIPT

OR

INFORMAL ENTRY

19 CFR 4.23, 10.71, 123.4, 141.68, 143.23-143.28, 145.12, 148.27

RECEIPT

8. ACCT. CLASS CODE	9. USER CHARGE CODE	7. REMARKS/CASE NO./VIOLATION	8. AMOUNT
491		Customs user fee	437.00
481		APLIS	496.00
30		Tonnage	53.94
		VUMIU Has Don Horse	
		CMA 2249	
9. TOTAL COLLECTION: CBP officer must write CBP 368 serial no. on all checks and money orders accepted in payment. (19 CFR 24.1 (b))			

INFORMAL ENTRY

10. DESCRIPTION OF MERCHANDISE AND/OR H.T.S.U.S. NO.; G.O. NO.; VIOLATION	11. VALUE	12. RATE	13. DUTY
14. I.T./BLAWB NO.	15. I.T. ORIGIN PORT	20. DUTY:	
16. COUNTRY OF EXPORT	17. IMPORTATION DATE	21. I.R. TAX:	
18. IMPORTING CARRIER		22. MERCHANDISE PROCESSING FEE:	
I declare that the information above set forth is accurate to the best of my knowledge and belief and that I have not received and do not know of any other invoice than that attached.		23. OTHER:	
19. IMPORTER OR AGENT SIGNATURE		24. TOTAL COLLECTION: CBP officer must write serial no. on all checks and money orders. (19 CFR 24.1 (b))	

25. CBP OFFICER SIGNATURE/BADGE NO.

PART 1 (WHITE)-COLLECTION COPY
PART 2 (PINK)-PAYER COPY
PART 3 (YELLOW)-RECORD COPY

IMPORTER/PAYER MAY PROTEST/PETITION DUTIES/PENALTIES COLLECTED TO THE APPROPRIATE PORT DIRECTOR IN ACCORDANCE WITH CBP REGULATIONS.

CBP Form 368 (01/09)

Invoice

Date	Invoice #
07/14/2011	78121-7270-389

Bill To:

Hornbeck Offshore Operators LLC
103 Northpark Blvd
Covington, LA 70433

Vessel Name:

PROJECT: HOS Ironhorse

Terms

Due Upon Receipt

Description	Amount
Vessel Agency Services Agency Fee.	1,100.00
Total	
ALL CHARGES AND CONDITIONS SUBJECT TO CURRENT TARIFF. ACCOUNTS	\$1,100.00

ALL CHARGES AND CONDITIONS SUBJECT TO CURRENT TARIFF. ACCOUNTS ARE DUE UPON RECEIPT. INVOICES NOT PAID WITHIN 30 DAYS OR NOT PAID IN ACCORDANCE WITH CONTRACTUAL AGREEMENT ARE SUBJECT TO 1 1/2% OR THE HIGHEST LEGAL INTEREST RATE ALLOWED PER MONTH. 25% ATTORNEY FEE DUE ON BILLS IF PLACED WITH ATTORNEY FOR COLLECTION.

ATP

700723-01 # 1100



P.O. Box 880
Breaux Bridge, LA 70517-0880

Date	Invoice #
7/13/2011	42792
Please remit to: PO Box 3742 Lafayette, LA 70502	
Finance Charges at a periodic rate of 1.5% will be applied to all past due balances. This equals an annual percentage rate of 18%.	

Hornbeck Offshore Services, LLC
Attn: Accounts Payable
103 Northpark Blvd, Ste 300
Covington, LA 70433

		P.O. Number	Terms
			Net 60
Quantity	Description	Price Each	Amount
	M/V Iron Horse Labor and Mileage per Work Ticket 29295		
	07/01/2011		
7	Land Travel James Stelly	90.00	630.00T
1	Service Labor, James Stelly	90.00	90.00T
330	Mileage: 185 miles at 1.75/mile	1.75	577.50
1	Administration Fee	5.00	5.00

Sales Tax (0.0%) \$0.00
Total *no* \$1,302.50
Balance Due \$1,302.50

DATE: 7-1-11

Yellow Copy - Customer

Day, Karen

From: ATP DRILLING SHOREBASE [atp@viscom.net]
Sent: Tuesday, January 10, 2012 8:33 PM
To: Day, Karen
Cc: bdaugherty@atpog.com
Subject: Re: HOS Iron Horse/ATP Draft Invoice #'s 006283-M, 006284-M
Attachments: HOS IRON HORSE.xlsx

Hi Karen,

Once again, Sorry it took me so long. We've been quite busy here at the base.

In regards to invoice 006284-M. This one is good to go, no stamp required but it needs to be forwarded to our production division. This charter was solely for an intervention job and not for drilling.

In regards to invoice 006283-M, please see attached spread sheet, where you will find that the Iron Horse charter was spilt between the GC-300 #2 ST-1 and MC-941 #4 BP-2. Please submit two invoices charging the appropriate location accordingly. If you have any questions please give me a call.

Thanks,

DAVID GUSSMAN
ATP OIL & GAS
DRILLING SHOREBASE
MARTIN NORTH TERMINAL
BUILDING #5
120 17TH ST.
GOLDEN MEADOW, LA 70357
PH# 985-396-3090

From: Day, Karen
Sent: Thursday, December 29, 2011 11:27 AM
To: atp@viscom.net
Cc: bdaugherty@atpog.com
Subject: HOS Iron Horse/ATP Draft Invoice #'s 006283-M, 006284-M

Attached please find draft invoice #'s 006283-M and 006284-M for charges associated with your charter of the HOS Iron Horse. Please review, stamp and approve the attached and return to me via e-mail at your first opportunity. Your help is greatly appreciated.

Regards,

Karen Day

Rebill Administrator
Hornbeck Offshore Services
103 Northpark Blvd., Suite 300
Covington, LA 70433

☎ Phone: 985-727-6944
☎ Fax: 985-727-3606
✉ <mailto:karen.day@hornbeckoffshore.com>

"The information in this email is confidential and intended solely for the addressee. Access to this email by anyone else is unauthorized. Any copying or further distribution beyond the original recipient is not intended, and may be unlawful. The opinions enclosed are those of the sender, and do not necessarily reflect those of Hornbeck Offshore."

64.5 hrs

MOBILE	DATE	DAY RATE	TYPE DAY RATE HERE
MONTH	6/30/2007	HR RATE	TYPE HOURLY RATE HERE

N-202 MC-941 #4 BP-2					O.V. GC-300 #2 ST-1						
DAY	AFE #	START TIME	STOP TIME	HOURS	GAL FUEL USED	DAY	AFE #	START TIME	STOP TIME	HOURS	GAL FUEL USED
1				0:00		1				0:00	
				0:00						0:00	
				0:00						0:00	
2				0:00		2				0:00	
				0:00						0:00	
				0:00						0:00	
3				0:00		3				0:00	
				0:00						0:00	
				0:00						0:00	
4	10584	0:01	0:00	23:59		4				0:00	
				0:00						0:00	
				0:00						0:00	
5	10584	0:01	4:00	3:59		5	10514	4:01	0:00	19:59	
				0:00						0:00	
				0:00						0:00	
6				0:00		6	10514	0:01	0:00	23:59	
				0:00						0:00	
				0:00						0:00	
7	10584	20:31	0:00	3:29		7	10514	0:01	20:30	0:00	
				0:00						0:00	
				0:00						0:00	
8	10584	0:01	0:00	23:59		8				0:00	
				0:00						0:00	
				0:00						0:00	
9	10584	0:01	0:00	23:59		9				0:00	
				0:00						0:00	
				0:00						0:00	
10	10584	0:01	0:00	23:59		10				0:00	
				0:00						0:00	
				0:00						0:00	
11	10584	0:01	0:00	23:59		11				0:00	
				0:00						0:00	
				0:00						0:00	
12	10584	0:01	0:00	23:59		12				0:00	
				0:00						0:00	
				0:00						0:00	
13	10584	0:01	0:00	23:59		13				0:00	
				0:00						0:00	
				0:00						0:00	
14	10584	0:01	18:00	17:59		14				0:00	
				0:00						0:00	
				0:00						0:00	
15				0:00		15				0:00	
				0:00						0:00	
				0:00						0:00	
16				0:00		16				0:00	
				0:00						0:00	
				0:00						0:00	
17				0:00		17				0:00	
				0:00						0:00	
				0:00						0:00	
18				0:00		18				0:00	
				0:00						0:00	
				0:00						0:00	
19				0:00		19				0:00	
				0:00						0:00	

10/11/2011

**HORNBECK OFFSHORE SERVICES, LLC***Service with Energy*

ATP Oil & Gas Corporation
 Attention: Accounts Payable
 4600 Post Oak Place
 Suite 200
 Houston Texas 77027

Invoice Number:

006283-M

Purchase Order:

AFE Number:

Invoice Date:

Job Number:

TC0723-01

Payment Terms:

NET 60

Vendor/Contract Number:

Miscellaneous Items:

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DTS INVOICE# 42792, DATED 07/13/11	HOS IRON HORSE	1.000	1,302.50 Flat Fee		1,302.50
MID-GULF SHIPPING INVOICE# HIH0729111NO, DATED 07/29/11	HOS IRON HORSE	1.000	2,185.63 Flat Fee		2,185.63
Miscellaneous Total:					22,684.18 USD

TO INVOICE YOUR ACCOUNT FOR ROV TOOLING RENTAL, AGENCY FEES AND REMOVAL OF COMMUNICATIONS EQUIPMENT.

MC-941 #4 BP-2

PLEASE SEE THE ATTACHED FOR DETAILS.

DD 1/12/12
HT 1/17/12

Payment by Wire transfer to: CAPITAL ONE, N.A. - ABA No. 065-000-090
 For the Account of HORNBECK OFFSHORE SERVICES, LLC - Acct 812519034-SWIFT HIBKUS44
 REMITTANCE ADDRESS: P.O. Box 54863 - New Orleans, LA 70154-4863
 E-mail remittance to: ar@hornbeckoffshore.com

**HORNBECK OFFSHORE SERVICES, LLC***Service with Energy*

ATP Oil & Gas Corporation
 Attention: Accounts Payable
 4600 Post Oak Place
 Suite 200
 Houston Texas 77027

Invoice Number: 005712-TC-A
 Purchase Order:
 AFE Number:
 Invoice Date: 08/16/2011
 Job Number: TC0702-03
 Payment Terms: NET 60
 Vendor/Contract Number:

Charter Period:

Vessel	Start Date	End Date	Total Days	Rate	Total
HOS BRIMSTONE	07/01/2011 00:00	08/01/2011 00:00	31.000	20,000.00 Per Day	620,000.00
Charter Total:					620,000.00
Invoice Total:					256,680.00 USD

10584-N-202 MC941 #4 BP-2 (\$620,000 X 41.4% = \$256,680)

Payment by Wire transfer to: CAPITAL ONE, N.A. - ABA No. 065-000-090
 For the Account of HORNBECK OFFSHORE SERVICES, LLC - Acct 812519034-SWIFT HIBKUS44
 REMITTANCE ADDRESS: P.O. Box 54863 - New Orleans, LA 70154-4863
 E-mail remittance to: ar@hornbeckoffshore.com
 Any questions regarding this invoice should be directed to (985) 727-6927

103 Northpark Blvd., Suite 300
 Covington, Louisiana 70433

Phone: (985) 727-2000
 Fax: (985) 727-3606



HORNBECK OFFSHORE SERVICES, LLC
Service with Energy

ATP Oil & Gas Corporation
 Attention: Accounts Payable
 4600 Post Oak Place
 Suite 200
 Houston Texas 77027

Invoice Number: 005714-TC
 Purchase Order:
 AFE Number:
 Invoice Date:
 Job Number: TC0702-04
 Payment Terms: NET 60
 Vendor/Contract Number:

Charter Period:

Vessel	Start Date	End Date	Total Days	Rate	Total
HOS BRIMSTONE	08/01/2011 00:00	08/02/2011 04:00	1.167	20,000.00 Per Day	23,340.00
Charter Total:					23,340.00
Invoice Total:					23,340.00 USD

8/15/11

8/10/11
 8/11/11

Payment by Wire transfer to: CAPITAL ONE, N.A. - ABA No. 065-000-090
 For the Account of HORNBECK OFFSHORE SERVICES, LLC - Acct 812519034-SWIFT HIBKUS44
 REMITTANCE ADDRESS: P.O. Box 54863 - New Orleans, LA 70154-4863
 E-mail remittance to: ar@hornbeckoffshore.com
 Any questions regarding this invoice should be directed to (985) 727-6927

103 Northpark Blvd., Suite 300
 Covington, Louisiana 70433

Phone: (985) 727-2000
 Fax: (985) 727-3606

EXHIBIT "A"
TO MASTER TIME CHARTER AGREEMENT

Short Form Time Charter Agreement

THIS SHORT FORM TIME CHARTER AGREEMENT is made as of this 18th day of May, 2011 between Hornbeck Offshore Services ("OWNER"), the owner and/or operator of the Vessel described below ("Vessel"), and ATP OIL & GAS CORPORATION ("CHARTERER").

Pursuant to the terms of that certain Master Time Charter Agreement dated May 1, 2007, between OWNER and CHARTERER (the "Master Agreement"), the premises and covenants of which the Parties hereto are familiar with and incorporate herein by reference, OWNER agrees and does hereby time charter, and CHARTERER agrees to and does hereby hire, the Vessel subject to the following:

1. Description, Term, and Rates.

A. Description of Vessel:

Name: **HOS BRIMSTONE**

Official No.: **1124426**

Stated Value of Vessel: **\$29,100,000.00**

B. Term:

Date and Time of Delivery: **May 18, 2011 @ noon – to be confirmed by on charter soundings**

Duration: **Ninety (90) days firm**

C. Port or Place of Delivery: **Fourchon, LA**

D. Port or Place of Redelivery: **Fourchon, LA**

E. Charter Hire Rates and Fees:

Daily Charter Rate: **\$17,000.00 per day inclusive of rigging services utilizing up to four (4) persons**

Meals/Berthing: **\$115.00 per person / per day for all persons in addition to crew**

F. Mobilization Fee:-----

G. Demobilization Fee:-----

2. The Vessel shall be allowed up to 24 hours of downtime per month. Only that portion of the day for which the Vessel was actually serviceable to ATP shall be invoiced. Downtime shall not be chargeable to ATP. This downtime allotment may not be accumulated on a month to month basis. If there is any downtime in excess of 24 hours, then ATP shall have the option during vessel downtime to contract a replacement vessel with the assistance of OWNER.

3. Early termination rights are as provided in the Master Agreement.

VTFINAL
MTCA
HOSIATP

HOS Contract No.: 01-06-0014

4. For the purposes of this Charter, contractors of CHARTERER shall be deemed to be member of the CHARTERER GROUP for purposes of Article 10 Indemnities of the Master Agreement.

ACCEPTED AND AGREED TO THIS 18TH DAY OF May, 2011.

OWNER:
Hornbeck Offshore Services, LLC

By: Peter Fortier

Name: Peter Fortier
Title: Vice President, HOS Sales

CHARTERER:
ATP Oil & Gas Corporation

By: L. L. & T. S. WTD
KAP

Name:
Title:

VTFINAL
MITCA
HOSIATP

HOS Contract No.: 01-05-0014



HORNBECK OFFSHORE SERVICES, LLC

Service with Energy

Amendment 1

May 19, 2011

ATP Oil and Gas Corporation

Attn: Beth Patterson
Beth.Patterson@atpog.com

Dear Beth,

This letter agreement sets forth the understanding between Hornbeck Offshore Services, LLC ("Owner") and ATP Oil & Gas Corporation ("Charterer") and modifies the "Exhibit A, Vessel Charter" by and between Owner and Charterer dated May 18, 2011 for the charter of the HOS BRIMSTONE (the "Vessel Charter"). All other terms and conditions of the Vessel Charter shall remain in effect, except as expressly modified in this letter.

ATP requests and Hornbeck agrees to reduce the term of the charter set forth in 1.B. from 90 days to 30 days firm. In consideration of the foregoing reduction of the term, ATP hereby agrees that should ATP require the services of a vessel beyond the 30 day period, ATP shall so notify Hornbeck and grant Hornbeck the right, at Hornbeck's sole option, to extend the term at a mutually agreeable rate. In the event the parties cannot agree on a rate, ATP shall, prior to chartering another vessel, provide Hornbeck the opportunity to match any charter term and rate that ATP intends to award to another vessel owner/operator.

Please indicate your acceptance to the foregoing terms and conditions by executing this letter below. By your execution, the parties expressly agree that this letter agreement fulfills all conditions precedent, to modify the term of Exhibit A set forth in Article 1 of the Master Time Charter Agreement, dated May 1, 2007.

OWNER:
Hornbeck Offshore Services, LLC

By: 

Name: John Cook
Title: Senior Vice President

CHARTERER:
ATP Oil & Gas Corporation

By: 

Name:
Title:

WTD

103 Northpark Boulevard, Suite 300
Covington, Louisiana 70433

Phone: (985) 727-2000
Fax: (985) 727-3606

TC 0702-02

**AMENDMENT NO. 2
TO EXHIBIT A**

This Amendment No. 2, dated June 17, 2011 shall serve to amend the Exhibit A dated May 18, 2011, as amended May 19, 2011, between Hornbeck Offshore Services, LLC ("Owner") and ATP Oil & Gas Corporation ("Charterer") for the charter of the HOS Brimstone (the "Vessel Charter"), as follows:

Item 1.B. Term:

Duration: The 30 day firm period is extended beginning June 17, 2011 @ noon for an additional 30 days.

Options: Ten 1 day options

Item 1.E.

Daily Charter Rate: The day rate shall be \$20,000.00 per day inclusive of 4 riggers effective June 17, 2011 @ noon.

All other terms and conditions of the Vessel Charter remain in full force and effect except as specifically amended herein.

ATP Oil & Gas Corporation

Name: _____
Title: _____
Date: _____

Hornbeck Offshore Services, LLC

Name: Ben Todd
Title: VP of Ops, HOS
Date: June 17, 2011

AMENDMENT NO. 3
TO
EXHIBIT A

This Amendment No. 3 dated June 17, 2011, serves to suspend the Exhibit A agreement dated May 18, 2011, as amended May 19, 2011, between Hornbeck Offshore Services, LLC ("Owner") and ATP Oil & Gas Corporation ("Charterer") for the charter of the M/V HOS BRIMSTONE (the "Vessel Charter"). * and June 17, 2011

Charterer and Owner mutually agree to suspend the charter of the HOS BRIMSTONE (the "Vessel") as set forth below:

1. **Suspension Period:**
The Suspension Period shall commence at the date and time upon which the Vessel begins its charter to Marathon Oil Company which is estimated to be on or about the June 17, 2011, @ 1200 hrs and shall continue until such time that the Marathon Charter is concluded. The suspension period is estimated to be 5 days, but in no event shall the suspension period exceed 30 days or the term of the charter period between Owner and Charterer, ~~days~~ unless otherwise agreed between the parties in writing.
2. **Port of Delivery:** Fourchon, Louisiana
3. **Port of Re-delivery:** Fourchon, Louisiana
4. **Special Provisions:**
 - A) During the Suspension Period Owner will charter the Vessel to Marathon Oil Company and Charterer shall be relieved of its obligation to pay the daily hire rate.
 - B) At the conclusion of the Suspension Period the Vessel shall be re-delivered to Charterer and recommence its charter under the Vessel Charter. The parties acknowledge that the Suspension Period shall run concurrently with the Charter Period between Owner and Charterer such that the Vessel Charter shall not be extended by way of any Suspension Agreement Period.
 - C) Charterer acknowledges that ~~some~~ the vessel's tanks are clean and ~~some~~ contain cargo as set forth below:
 - a. Clean tanks
 1. All bulk tanks;
 2. #6 port and starboard liquid mud tanks;
 3. #8 port and starboard liquid mud tanks; and
 4. #12 port and starboard liquid mud tanks.

(NOTE: While currently clean, the #12 port and starboard tanks are in the same tank segregation as the #10 port and starboard tanks containing the cargo of calcium.)
 - ~~b. Tanks containing cargo~~
 - b. #10 port and starboard liquid mud tanks. contain cargo residue.

~~5 X #10 port and starboard liquid mud tanks contain approximately 2000 bbls of calcium.~~ WD

BD7 D) CHARTERER SHALL REMAIN RESPONSIBLE FOR ANY TANK CLEANING AS SET FORTH IN THE VESSEL CHARTER. ~~D) CHARTERER AGREES TO RELEASE, INDEMNIFY, DEFEND, AND HOLD HARMLESS, OWNER FROM ANY AND ALL LOSS, AND DAMAGE, INCLUDING CONSEQUENTIAL LOSS, TO THE CARGO OF CALCIUM CARRIED IN THE #10 LIQUID AND TANKS IRRESPECTIVE OF THE CAUSE OF SUCH LOSS, INCLUDING BUT NOT LIMITED TO THE NEGLIGENCE OR FAULT OF OWNER, OR THE UNSEAWORTHINESS OF ANY VESSEL, OR THE COMINGLING OR MIXING OF ANY CARGOS, AND CHARTERER SHALL REMAIN RESPONSIBLE FOR ANY TANK CLEANING AS SET FORTH IN THE CHARTER.~~

E) Fuel and lube soundings will be taken by Owner at the commencement and ending of the Suspension Period (the "On and Off Charter Soundings"). Upon re-delivery of the vessel to Charterer, Owner shall reimburse Charterer via fuel credits for any usage of fuel and/or lube during the Suspension Period. Such usage volume shall be confirmed by the On and Off Charter Sounding reports.

All other terms and conditions of the Vessel Charter remain in full force and effect except as specifically amended herein.

HORNBECK OFFSHORE SERVICES LLC

Print Name: Ben Jald

Title: VP of Ops, MSU Person

Date: June 17, 2011

ATP OIL & GAS CORPORATION

Print Name: William D. Decker

Title: DEVELOPMENT - A.S.P.

Date: 6/17/11



Hornbeck Offshore Services, LLC

Daily Master's Log

Vessel: HOS BRIMSTONE

Charterer: ATP Oil & Gas Corporation

Log Date: 08/01/2011

Activities		Docking Facility	Operation	Comments	AFE Number	Sounding
Start	Departed					
00:00	Fourchon	Newpark 2	Working As Directed	Tank Cleaning	AFE 10514	
04:30	Fourchon	Stone fuel	Loading	Pumping off ballast, loading water	AFE 10514	
19:00	Fourchon	Stone fuel	Underway	shifting at stone #3 to #3	AFE 10514	
20:10	Fourchon	Stone fuel	Loading	resume discharge and loading water	AFE 10514	
22:00	Fourchon	stone fuel	Working As Directed	Fuel sounding in prep for off charter	AFE 10514	

Fuel / Lube Oil						
Type	SOD	Rec'd	Used	Trans	Corr	EOD
Fuel	49,210	0	567	0	1,127	49,770
Gear Oil	703	0	0	0	-385	318
Hydraulic Oil	396	0	30	0	387	753
Main Engine Oil	790	0	18	0	36	808

Tickets			
Product	Ticket Type	Ticket #	Amount
Fuel	Used	72960	567.00
Hydraulic Oil	Used	72960	30.00
Main Engine Oil	Used	72960	18.00

Areas of Operation	
Location	
US Gulf of Mexico	

Weather				
Time	Weather	Visibility	Wave Height	Wind Speed / Dir
01:15	Partly Cloudy	8.00 Miles	0.00 Feet	7.00 E
				1.00 N
				29.07°N, 90.11°W

Drills		
Type	Called	Secured

3-Mile Limit		
State	Inside	
Louisiana		24.00
Non-State Waters		0.00



Hornbeck Offshore Services, LLC

Daily Master's Log

Vessel: HOS BRIMSTONE

Charterer: ATP Oil & Gas Corporation

Log Date: 08/01/2011

Crew On Board			
Title	Name	Time On	Time Off
Master	Stanley DeSonia	07/31/2011 21:00	
2nd Captain	Doug Childs	07/20/2011 10:15	08/03/2011 12:00
Mate	Charles Jackson	07/15/2011 07:00	
Chief Engineer	Brian Hulstetter	07/13/2011 08:00	08/02/2011 23:40
2nd Engineer	Tyrone Gilroy	07/13/2011 08:00	08/03/2011 12:00
3rd Engineer	William Selden	07/27/2011 10:00	
QMED/Oiler	Rodolfo Legaspi	07/22/2011 05:00	
AB 1	James Johnner	07/20/2011 10:15	
AB 2	Vince McCoy	07/06/2011 10:00	08/03/2011 12:00
AB 3	David Estes	07/21/2011 12:45	

Product Tanks		
Tank	Product	Volume
FODAY.P	Fuel	12,238
FODAY.S	Fuel	12,240
FUEL#11.C	Fuel	2,710
FUEL#11.P	Fuel	1,830
FUEL#11.S	Fuel	715
FUEL#16.C	Fuel	2,593
FUEL#9.P	Fuel	9,232
FUEL#9.S	Fuel	8,242
GEAR#14.S	Gear Oil	318
HO#15.S	Hydraulic Oil	440
LO#13.P	Main Engine Oil	325
LO#13.S	Gear Oil	313
LO#14.P	Main Engine Oil	32
LO#15.P	Main Engine Oil	451

Persons In Addition to Crew			
Name	Company	Time On	Time Off

Captain's Remarks

Captain's Signature

Stanley DeSonia



Hornbeck Offshore Services, LLC

Daily Master's Log

Vessel: HOS BRIMSTONE

Charterer: ATP Oil & Gas Corporation

Log Date: 08/02/2011

Activities				Comments	AFE Number	Sounding
Start	Departed	Docking Facility	Operation			
00:00	Fourchon	stone fuel	Working As Directed	Pumping off and loading ballast	AFE 10514	
03:00	Fourchon	Stone Fuel	Loading	Loading Oil	AFE 10514	
04:00	Fourchon	Stone Fuel	Off Charter	Off Charter	AFE 10514	6

Fuel / Lube Oil						
Type	SOD	Rec'd	Used	Trans	Corr	EOD
Fuel	49,770	0	0	0	0	49,770
Gear Oil	318	0	0	0	0	318
Hydraulic Oil	753	0	0	0	0	753
Main Engine Oil	808	97	0	0	0	905

Tickets			
Product	Ticket Type	Ticket #	Amount
Main Engine Oil	Purchased	fo06580	97.00

Areas of Operation	
Location	
US Gulf of Mexico	

Weather				
Time	Weather	Visibility	Wave Height	Wind Speed / Dir
06:22	Clear	8.00 Miles	0.00 Feet	12.00 E
				0.00 ENE
				29.07°N, 90.12°W

Drills		
Type	Called	Secured

3-Mile Limit		
State	Inside	
Louisiana	20.00	
Non-State Waters	4.00	

Crew On Board				
Title	Name	Time On	Time Off	Comments
Master	Stanley DeSonia	07/31/2011 21:00		
2nd Captain	Doug Childs	07/20/2011 10:15	08/03/2011 12:00	
Mate	Charles Jackson	07/15/2011 07:00		
Chief Engineer	Brian Hufstetter	07/13/2011 08:00	08/02/2011 23:40	
Chief Engineer	Robert McClean	08/02/2011 00:42		
2nd Engineer	Tyrone Gltrey	07/13/2011 08:00	08/03/2011 12:00	
3rd Engineer	William Selden	07/27/2011 10:00		
QMED/Oiler	Rodolfo Legaspi	07/22/2011 05:00		
AB 1	James Johnner	07/20/2011 10:15		
AB 2	Vince McCoy	07/06/2011 10:00	08/03/2011 12:00	
AB 3	David Estes	07/21/2011 12:45		

Product Tanks			
Tank	Product	Volume	
FODAY.P	Fuel	12,238	
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FUEL#11.C	Fuel	2,710	
FUEL#11.P	Fuel	1,830	
FUEL#11.S	Fuel	715	
FUEL#16.C	Fuel	2,593	
FUEL#9.P	Fuel	9,232	
FUEL#9.S	Fuel	8,242	
GEAR#14.S	Gear Oil	318	
HO#15.S	Hydraulic Oil	440	
LO#13.P	Main Engine Oil	325	
LO#13.S	Hydraulic Oil	313	
LO#14.P	Main Engine Oil	32	
LO#15.P	Main Engine Oil	451	